



NOMINATION POLICY

September 24, 2022

PURPOSE

1. Judo Canada recognizes the importance of Board succession planning to ensure optimal continuity and that the Board is composed of people with proper and relevant expertise and skills to effectively govern and strengthen the organization.

NOMINATING COMMITTEE MANDATE

2. The general mandate of the Nomination Committee (the “Committee”) is to generate a strong pool of candidates for Director positions on the Board and advise the Board and the Members of those candidates best qualified to meet the needs of Judo Canada.
3. The committee will be responsible for vetting potential candidates, evaluating a candidate’s skills and expertise, determining a candidate’s independence as per these Bylaws, and making recommendations to the membership about elections.
4. A member of the Committee who has an interest, or who may be perceived as having an interest, in a proposed candidate will disclose fully and promptly the nature and extent of such interest to the Board or Committee in writing.
5. A member of the Committee who has an interest, or who may be perceived as having an interest, in a proposed candidate will refrain from voting or speaking in debate on such nomination, will refrain from influencing the decision on such nomination, and will otherwise comply with the requirements of the Act regarding conflict of interest.

NOMINATING COMMITTEE COMPOSITION

6. The composition of the Committee should serve to advance Judo Canada's commitment to the principle of diversity and should reflect the diverse nature of Judo Canada.
7. The Board will appoint the Nominations Committee to oversee the solicitation and receipt of nominations for the election of the Directors.
8. The Committee will have an odd number of members with the objective that the committee is respected, credible, and representative.
9. At least one (1) member must be a current Director who is not seeking office in the upcoming election. At least one (1) member must be external to Judo Canada Board, Committee or Staff (i.e., a Registrant or other individual).
10. Each member shall serve until his or her successor is appointed, unless he or she resigns or is removed by the Board. The Board shall fill any vacancy. The Chair of the Committee will be designated by the Board.

RESPONSIBILITIES

11. The Committee reports to the Board of Directors.
12. The Nominations Committee will have responsibilities and authority at the discretion of the Board.
13. Work to ensure that any nomination of an individual for election as a Director will:
 - a. Include the written consent of the nominee by signed or electronic signature;
 - b. Comply with the procedures established by the Nominations Committee; and
 - c. Be submitted to the Registered Office of the Corporation seven (7) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.
14. The Committee will:
 - a. Solicit and recruit individuals to serve as candidates for election to the Board of Judo Canada;
 - b. Recommend to the Board and the Members which candidates are qualified to suit the objectives and needs of Judo Canada; and
 - c. If designated such authority by the Board, recommend to the Board an individual to fill any vacancy on the Board.

SPECIFIC DUTIES

15. The Committee shall:
 - a. Work with the Board to determine the specific and desired competencies and skills the Board considers necessary for the Board to possess;
 - b. Formulate criteria for candidates after considering the competencies of each existing Director;
 - c. Develop a search plan which meets the criteria established by the Board and addresses:
 - i. scope of the search (internal/external, provincial/national);
 - ii. methods of soliciting nominations;
 - iii. target dates for completing each stage of the search process and the schedule of reporting;
 - iv. the number of candidates to be recommended;
 - v. the key qualifications and competencies necessary for the position(s);
 - d. Canvass current Board members for suggestions for candidates;

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- e. Identify a potential pool of candidates for Board membership from diverse professional and personal backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity;
- f. Consider, when suggesting new candidates, whether or not each new candidate can devote sufficient time and resources to his or her duties as a Director;
- g. Ensure that all candidates meet the eligibility requirements for Directors, as described in the Bylaws;
- h. Make recommendations to the Board and the Members, within the legal timelines prescribed by the Bylaws, with respect to the nominees up for election;
- i. Work to ensure that the Board will have at least four (4) Directors of the minority gender.
- j. For every election, the Nominations Committee will ensure that the nominees consist of at least forty percent (40%) of individuals from the minority gender identity.
- k. Work to ensure that the Board will have Directors from at least five (5) provinces and/or territories to ensure national diversity. The province/territory which a Director is registered will determine their provincial/territorial residence. If the Director is not registered with a province/territory, their address of permanent residence will determine their address of residence.
- l. Work to ensure there is a succession plan for the positions of Chair, Treasurer, and General Secretary; and
- m. If designated the authority by the Board, seek out and recommend an individual (using similar processes as described above) to fill any vacancy on the Board for the remainder of the vacant term.

COMMUNICATION, EXPENSES AND AUTHORITY TO ENGAGE ADVISORS

- 16. The Committee shall have access to such officers and employees of Judo Canada and to such information respecting Judo Canada, as it considers necessary or advisable in order to perform its duties and responsibilities.
- 17. The Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties. To the extent possible, these independent advisors should be volunteers who will provide the advice at no expense to Judo Canada. When the Committee is unable to engage volunteers, and must engage paid advisors to provide specific advice, the Committee must seek the approval of the CEO prior to engaging these advisors.
- 18. Judo Canada shall be responsible for all expenses of the Committee that are deemed necessary or appropriate by the Committee in carrying out its duties.

OPERATION, MEETINGS, ELECTIONS AND RECORD KEEPING

19. Meetings of the Committee shall be conducted as follows:
- a. The Committee shall meet at such times and at such locations as the Chair shall determine;
 - b. The Chair shall preside as chair at each Committee meeting and lead discussion on meeting agenda items;
 - c. The quorum for meetings shall be all three (3) members of the Committee;
 - d. The Chair shall establish the agenda for the meetings and circulate the agenda to members of the Committee prior to a meeting;
 - e. Every question at a Committee meeting shall be decided by a majority of the votes cast;
 - f. The President and the CEO shall be available to advise the Committee, shall receive notice of all meetings of the Committee, and may attend meetings at the invitation of the Chair of the Committee; and
 - g. A Committee member, or any other person selected by the Committee, shall be appointed at each meeting to act as secretary for the purpose of recording the minutes of each meeting.

CONFIDENTIALITY

20. Protecting candidate confidentiality is one of the Committee's most important responsibilities throughout the search process.
21. Confidentiality of the names of candidates and information developed about them and their employing institutions is necessary to attract high quality finalists, to avoid putting their current positions in jeopardy, and to protect the Judo Canada's integrity. The confidentiality of the Committee proceedings, communications with candidates and the identity of all applicants (even in-house candidates) is protected to the full extent permitted by law. The information is permitted (with the consent of the candidates) to be shared with the Board provided the Board agrees to be bound by these confidentiality provisions.

REVIEW OF TERMS OF REFERENCE

22. The Committee shall review and reassess the adequacy of this mandate at least annually, and otherwise as it deems appropriate and recommend changes to the Board.
23. Such review shall include the evaluation of the performance of the Committee against criteria defined in the Committee and Board mandates.

Approved by Board on September 24, 2022